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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255
FAX #: (305)541-3770

NAME: PAULINGATE, INC.
AUDIT NUMBER.....H98000013300
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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ARTICLES OF INCORPORATION

of

PAULINGATE, INC.

ARTICLE I

CORPORATE NAME

The name of the corporation is PAULINGATE, INC., whose principal office and mailing address is: 2875 N.E. 191st Street, Suite 404, Aventura, Florida 33180.

ARTICLE II

NATURE OF CORPORATE BUSINESS

The corporation may engage in or transact any or all activity or business permitted under the laws of the United States of the State of Florida.

ARTICLE III

CAPITAL STOCK

The Corporation is authorized to issue and have outstanding at any one time an aggregate number of One Hundred (100) shares of one class of common stock having a par value of TEN DOLLARS (\$10.00) and No/100 per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE IV

PREEMPTIVE RIGHTS

There shall be no preemptive rights accruing to shareholders.

This Instrument Prepared By:
Sanford N. Reinhard, Esq.
2875 N.E. 191st Street, Suite 404
Aventura, Florida 33180
(305) 932-7555 / Fla. Bar No. 112869

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ARTICLE V

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida are:

REGISTERED AGENT: SANFORD N. REINHARD

REGISTERED OFFICE: 2875 N.E. 191st Street, Suite 404
Aventura, Florida 33180

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TALLAHASSEE, FLORIDA

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ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT

Having been named initial Registered Agent to accept service of process on the Corporation at the initial registered office designated herein, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of law pertaining thereto.


SANFORD N. REINHARD
REGISTERED AGENT

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of the Corporation is one.

ARTICLE VII

The name and addresses of the members of the initial Board of Directors are:

SANFORD N. REINHARD

2875 N.E. 191st Street, Suite 404

Aventura, Florida 33180

H98000013300

H98000013300 ARTICLE VIIIINCORPORATOR

The name and address of the Incorporator executing these Articles of Incorporation is:

INCORPORATOR: SANFORD N. REINHARD


ADDRESS: 2875 N.E. 191st Street, Suite 404

Aventura, Florida 33180.

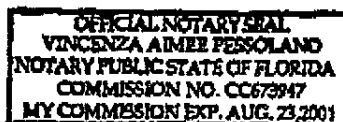
By: SANFORD N. REINHARD
INCORPORATORSTATE OF FLORIDA :
SS
COUNTY OF DADE :

BEFORE ME, the undersigned authority, authorized to administer oaths and take acknowledgments, personally appeared SANFORD N. REINHARD, to me well known, provided _____ as identification, and known to be the person described in and who executed the foregoing Articles of Incorporation and she/he acknowledged before me that he signed same for the purposes therein expressed.

WITNESS my hand and official seal at Dade County, Florida, this 17th day of July, 1998.


Notary Public, State of Florida at Large

My Commission Expires:



This Instrument Prepared By:
Sanford N. Reinhard, Esq.
2875 N.E. 191st Street, Suite 404
Aventura, Florida 33180
(305) 932-7555 / Fla. Bar No. 112669

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